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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 11114
(UNIVERSAL TOOL & ENGINEERING CO., INC. AND
LONGACRE MASTER FUND, LTD.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Universal Tool & Engineering Co., Inc. ("UTE"), and Longacre Master Fund, Ltd. ("Longacre," and together with UTE, the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11114 (Universal Tool & Engineering Co., Inc. And Longacre Master Fund, Ltd.), and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS UTE filed proof of claim number 11114 against DAS LLC on July 26, 2006, which asserts an unsecured non-priority claim in the amount of \$120,077.19 (the "Claim") stemming from unpaid invoices for, among other things, the development of batteries.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 22, 2006 UTE filed its Response To Third Omnibus Claims Objection (Claim Nos. 6878, 11114, and 2175) (Docket No. 5878) (the "Response"). Subsequently, on May 17, 2007, UTE Filed its Supplemental Response To Debtors' Objections

To Claim No. 11114 (Docket No. 7965) (the "Supplemental Response").

WHEREAS on April 30, 2007, UTE assigned all rights, title, and interest in and to the Claim to Longacre pursuant to a Notice of Transfer (Docket No. 7828).

WHEREAS on August 10, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$96,713.00.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$96,713.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. UTE shall withdraw its Response (with respect to proof of claim number 11114 only) and Supplemental Response to the Third Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 9th day of October, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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